

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)
W.R. GRACE & CO., et al.,)
Debtors.)
Chapter 11
Case No. 01-1139 (JKF)
(Jointly Administered)
RE: 23382

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
LINCOLN PARTNERS ADVISORS LLC AS FINANCIAL ADVISOR TO
DAVID T. AUSTERN, ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE**

Upon the application (the "Application") of David T. Austern, the Asbestos Personal Injury Future Claimants' Representative ("Future Claimants' Representative") in the above-captioned chapter 11 cases of W.R. Grace & Co. and its affiliates (collectively, the "Debtors"), seeking entry of an Order under sections 328 and 1103(a) of the Bankruptcy Code authorizing the Future Claimants' Representative to employ and retain Lincoln Partners Advisors LLC ("Lincoln") as financial advisor to the Future Claimants' Representative; and the Court having reviewed the Application and the accompanying Declaration of Joseph J. Radecki, Jr. (the "Radecki Declaration"), Managing Director of Lincoln, and the Court being satisfied that Lincoln is disinterested, does not represent any other entity having an adverse interest in connection with these cases, and neither represents nor holds an interest adverse to the interests of the Future Claimants' Representative with respect to the matters on which Lincoln is to be employed; and it appearing that the relief requested is in the best interest of the Future Claimants' Representative and the Debtors' estates, their creditors and other parties-in-interest; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it further appearing that notice of the Application was good and sufficient under the particular circumstances and that no other or further notice need be given and upon the record herein; and it

further appearing that the terms and conditions of Lincoln's employment as further described in the Application and the Radecki Declaration are reasonable and necessary; it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application be, and it hereby is, approved;

2. Pursuant to sections 328 and 1103(a) of the Bankruptcy Code and the May 24, 2004 Order appointing David T. Austern as the Future Claimants' Representative (Dkt. No. 5645), the Future Claimants' Representative be, and he hereby is, authorized to employ and retain Lincoln as financial advisor, effective as of September 1, 2009, upon the terms, and to perform the services, set forth in the Application and Radecki Declaration, so long as David T. Austern serves as the legal representative for individuals who may assert asbestos-related personal injury claims and/or demands in the future against the Debtors;

3. The indemnification provisions set forth in the engagement letter between the Future Claimants' Representative and Lincoln, attached to the Radecki Declaration as Exhibit 1, including Annex A thereto, are incorporated by reference and are hereby approved;

4. Lincoln shall be compensated in accordance with the terms of the Retention Agreement and section 328(a) of the Bankruptcy Code, subject to the procedures set forth in the Bankruptcy Code, Bankruptcy Rules and the Local Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court, including the Administrative Compensation Order(s) entered in these cases; and

5. The fees and expenses of Lincoln allowed by the Court shall be an administrative expense of the Debtors' estates.

Dated: Nov. 18, 2009

Judith K. Fitzgerald
The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge *SJS*